

On April 25, 1994, the Registration Statement on Form S-4 (Registration No. 33-52655) (as amended, the "S-4 Registration Statement") of National Health Laboratories Holdings Inc. ("Holdings") was declared effective under the Securities Act. The S-4 Registration Statement was filed in connection with the offering by Holdings of shares of its common stock, par value \$.01 per share ("Holdings Common Stock"), in exchange for shares of NHL Common Stock in accordance with a proposed corporate merger and reorganization whereby NHL became the wholly owned indirect subsidiary of Holdings and Holdings became the indirect parent holding company of NHL.

As a result of the consummation of the merger and reorganization described in the S-4 Registration Statement, the terms of the 1988 Plan were adjusted to provide for the offering of Holdings Common Stock upon exercise of the options from time to time in accordance with the 1988 Plan. Pursuant to the procedure approved by the Staff of the Securities and Exchange Commission (the "Commission") in published no-action letters, Holdings is filing this Post-Effective Amendment to the S-8 Registration Statement as a successor issuer of NHL to evidence its obligation under the Securities Act with respect to the 1988 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are incorporated herein by reference:

- a. NHL's Annual Report on Form 10-K for the fiscal year ended December 31, 1993;
- b. NHL's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1994; and
- c. Holdings' Current Report on Form 8-K dated July 8, 1994.
- d. The description of the Holdings Common Stock contained under the Heading "Description of Capital Stock" in the Proxy Statement/Prospectus included in the S-4 Registration Statement.

All documents subsequently filed by Holdings pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

As authorized by Section 145 of the General Corporation Law of Delaware (the "Delaware Corporation Law"), each director and officer of NHL or Holdings may be indemnified by NHL or Holdings, respectively, against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he is involved by reason of the fact that he is or was a director or officer of NHL or Holdings; provided that he acted in good faith and in a manner that he reasonably believed to be

in or not opposed to the best interest of NHL or Holdings, as applicable, and, with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful. If the legal proceeding, however, is by or in the right of NHL or Holdings, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to NHL or Holdings, as the case may be, unless a court determines otherwise.

Article Fifth of the Restated Certificate of Incorporation of NHL and Article Sixth of the Certificate of Incorporation of Holdings provides that no director of NHL or Holdings shall be personally liable to NHL or Holdings, respectively, or their respective stockholders for monetary damages for any breach of his fiduciary duty as a director; provided, however, that such clause shall not apply to any liability of a director (i) for any breach of such director's duty of loyalty to NHL or Holdings, as the case may be, or their respective stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. In addition, Article Sixth of the Restated Certificate of Incorporation and Article VII of the amended By-laws of NHL and Article VII of the By-laws of Holdings authorize NHL and Holdings, respectively, to indemnify any person entitled to be indemnified by it under law to the fullest extent permitted by law.

Item 7. Exemption from Registration Claimed.
Not Applicable.

Item 8. Exhibits

- 4.1 Form of National Health Laboratories Incorporated 1988 Stock Option Plan (incorporated herein by reference to NHL's Registration Statement on Form S-1 (Registration No. 33-21707) filed with the Commission on May 5, 1988 (the "Form S-1")).
- 4.2 Form of Stock Option Agreement (incorporated herein by reference to the Form S-1).
- 23 Consent of KPMG Peat Marwick.
- 24 Powers of Attorney.

Item 9. Undertakings.

Holdings hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

5. To deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Exchange Act; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such

liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of La Jolla, the State of California, on this 12th day of August, 1994.

NATIONAL HEALTH LABORATORIES
HOLDINGS INC.,
by /s/ David C. Flaugh

Name: David C. Flaugh
Title: Senior Executive Vice
President, Chief
Operating Officer and
Acting Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|-----------------|
| * ----- Ronald O. Perelman | Chairman of the Board and Director | August 12, 1994 |
| * ----- James R. Maher | President, Chief Executive Officer and Director | August 12, 1994 |
| /s/ David C. Flaugh ----- David C. Flaugh | Senior Executive Vice President, Chief Operating Officer and Acting Chief Financial Officer (Principal Financial and Accounting Officer) | August 12, 1994 |
| * ----- Saul J. Farber, M.D. | Director | August 12, 1994 |

*
----- Director August 12, 1994
Howard Gittis

*
----- Director August 12, 1994
Ann Dibble Jordan

*
----- Director August 12, 1994
David J. Mahoney

*
----- Director August 12, 1994
Paul A. Marks, M.D.

*
----- Director August 12, 1994
Linda Gosden Robinson

*
----- Director August 12, 1994
Samuel O. Thier, M.D.

*By: /s/ David S. Flaugh

David C. Flaugh
Attorney-in-Fact
August 12, 1994

EXHIBIT INDEX

| Exhibit | Page |
|---------|--|
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| 24 | Powers of Attorney. |

[Letterhead of]

KPMG PEAT MARWICK

Independent Auditors' Consent

The Board of Directors
National Health Laboratories Holdings Inc.:

We consent to incorporation by reference in the post-effective amendment No. 1 to registration statement (No. 33-29182 and No. 33-43006) on Form S-8 of National Health Laboratories Incorporated of our report dated February 10, 1994, relating to the consolidated balance sheets of National Health Laboratories Incorporated and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of earnings, retained earnings, and cash flows for each of the years in the three-year period ended December 31, 1993, and related schedule, which report appears in the December 31, 1993, annual report on Form 10-K of National Health Laboratories Incorporated.

/s/KPMG Peat Marwick

San Diego, California
August 8, 1994

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, Glenn P. Dickes and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Holdings Inc. Registration Statement on Form S-8 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 12th day of August 1994.

\s\Ronald O. Perelman

 RONALD O. PERELMAN

POWER OF ATTORNEY

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attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 21st day of July 1994.

\s\Saul J. Farber, M.D.

SAUL J. FARBER, M.D.

POWER OF ATTORNEY

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\\s\Howard Gittis

HOWARD GITTIS

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\s\Ann Dibble Jordan

 ANN DIBBLE JORDAN

POWER OF ATTORNEY

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\\s\James R. Maher

JAMES R. MAHER

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IN WITNESS WHEREOF, the undersigned has signed these presents this 28th day of July 1994.

\\s\David J. Mahoney

DAVID J. MAHONEY

POWER OF ATTORNEY

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\\s\Paul A. Marks

PAUL A. MARKS

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\\s\Linda Gosden Robinson

LINDA GOSDEN ROBINSON

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\\s\Samuel O. Thier, M.D.

SAMUEL O. THIER, M.D.